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PROPOSED ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	
	§	CASE NO. 08-36705-BJH
SUPERIOR AIR PARTS, INC.	§	
	§	CHAPTER 11
DEBTOR,	§	
	§	

**DECLARATION OF DANIEL SCHENK,
MANAGING DIRECTOR OF CORPORATE FINANCE PARTNERS
MIDCAP GMBH, FILED (I) PURSUANT TO BANKRUPTCY RULE 2014
AND (II) IN SUPPORT OF ALL MOTIONS TO BE HEARD ON JANUARY 9, 2009**

Daniel Schenk, Managing Director of Corporate Finance Partners Midcap GmbH ("CFP"), the proposed investment consultants for Superior Air Parts, Inc. ("Debtor"), hereby submits this declaration and statement of disinterestedness pursuant to Bankruptcy Rule 2014(a). Pursuant to 28 U.S.C. § 1746, I, Daniel Schenk, declare the following to be true and accurate under penalty of perjury under the laws of the United States of America:

1. My name is Daniel Schenk. I am over the age of 18 years, am competent to make this affidavit and have personal knowledge of the facts stated herein. Each and

every statement contained herein is true and correct to the best of my information and belief.

2. I am an investment consultant with Corporate Finance Partners Midcap GmbH, with a principal place of business located at Torstr. 35 – 10119, Berlin, Germany, telephone +49 30 497 99 99 60, facsimile +49 30 497 99 99 67. CFP is an internationally recognized consulting firm specializing in mergers & acquisitions, in particular turnaround situations, refinancing, joint ventures, sales of going concerns, and liquidation of assets of financially troubled companies. CFP operates several offices in Europe (Berlin, Frankfurt, Vienna). CFP also has a strong track record of arranging sale transactions in Chapter 11 proceedings. For example, CFP has assisted in some of the largest bankruptcy cases in Germany, such as marketing and selling Germany's largest bankruptcy in 2007, Schieder Möbel Holding (12,000 staff, EUR 800 million sales) ("SMH Group"). CFP achieved to sell substantial parts of SMH Group out of bankruptcy, generating significant proceeds to the bankruptcy estate and the Creditors. I have personally worked on the SMH Group bankruptcy and other large bankruptcy cases and as such hold a professional track record that spans more than 12 years of advisory services on mergers & acquisitions with a focus on bankruptcy proceedings and distressed companies. In addition, I worked two years in New York, USA, for Compass Advisors, an M&A boutique specialized on mergers and acquisitions for troubled companies / bankruptcies as well as for going concern sales.

3. CFP, and the CFP team which was led by myself, provided the following services to date, and thus achieving the result of the executed APA with Avco Corporation, a wholly-owned subsidiary of Textron, Inc. In summary, CFP organized

and structured the entire M&A process regarding Superior, drafted supporting transaction documentation, approached potential investors and generated interest in Superior from various potential Buyers, throughout the process maintained contact with investors, organized due diligence and lead the most serious and interested Buyers throughout due diligence as well as assisted in the negotiation of Letters of Intent with potential Buyers as well as asset purchase sale agreements. The CFP team, primarily myself, has spent significant time in the US (e.g. Superior's facilities in Coppell, Texas, or at meetings with investors), implementing the M&A process. The M&A process was executed as follows:

(a) □CFP identified 76 potential investors (from Superior's industry, adjacent industries, as well as financial investors) world-wide, approached those investors, provided initial information about Superior as well as discussed with the investors their potential interest in acquiring Superior.

(b) 11 investors showed an initial interest and entered into Confidentiality Agreements with CFP. To those investors, a detailed information package was made available and CFP requested those investors to submit an offer.

(c) Four offers were received and due diligence was awarded to those investors, including access to a data room, containing detailed financial, operating and legal information and discussion with Superior management.

(d) With the two most interested and serious parties (including Textron Inc.) which both required Superior to file for Chapter 11, criteria of selection were the purchase price being offered as well as having the financial wherewithal to consummate a transaction such as Superior without financing contingency (i.e. to provide maximum closing certainty), parallel negotiations and confirmatory due diligence was pursued. CFP handled this stage of the transaction process and the confirmatory due diligence phase, for which substantial additional information had to be prepared. Consequently, with two investors interested and being handled in parallel through CFP, a competitive bidding scenario was created.

(e) With these two entities, CFP structured and arranged to enter into a non-exclusive LOI, and supported Strasburger & Price, LLP in the negotiations of an APA, after a thorough and confirmatory due diligence.

(f) Following completion of its very detailed due diligence, Avco Corporation then submitted a differently structured, but in sum a financially superior offer (purchase

price of USD 11.5 million) to the other serious proposal, providing for more immediate cash proceeds to the bankruptcy estate.

(g) Consequently, the APA with Avco Corporation was fully negotiated and executed.

4. Neither I nor the CFP hold or represent an interest adverse to the estate, and are disinterested persons as that term is defined by 11 U.S.C. §§ 327(a) and 101(14). Neither I nor the CFP have had any connection with the above-named Debtor, the Debtor's creditors, or any other party-in-interest herein except that CFP was also previously retained by the Debtor's parent, Thielert AG, a German corporation located in Hamburg, Germany, to perform the same services. As the requested services moved from a stock sale to an asset sale, it was determined and became necessary that Superior should be the contracting party. CFP asserts that there is no conflict because the interests of the Debtor, its creditors and Thielert AG were aligned. The goal is to obtain the highest and best price for the assets, which is also aligned with the interests of all creditors and the estate. Also, because CFP's proposed compensation is a Success Fee based upon closing, there are no current debts owed to CFP. CFP is not a creditor and it is otherwise a disinterested person.

5. CFP has checked its records for the last five years and has canvassed its employees and does not have any conflicts of interest and has not represented any creditors in connection with the Debtor or its estate except as otherwise stated herein.

6. I submit this Declaration based upon the information available to me as of the date so executed and will promptly supplement this Declaration should it become inaccurate or incomplete.

Corporate Finance Partners Midcap GmbH

/s/ Daniel Schenk

Daniel Schenk

Title: Managing Director

Respectfully submitted,

/s/ Stephen A. Roberts

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Proposed Bankruptcy Attorneys for the Debtor

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing document was served upon the partie(s) listed below and on the attached service list via First Class U.S. Mail, postage prepaid on January 7, 2009.

/s/ Stephen A. Roberts

Stephen A. Roberts

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